



BABYLON INDUSTRIAL DEVELOPMENT AGENCY

Thomas E. Dolan
Chief Executive Officer

FORM APPLICATION FOR FINANCIAL ASSISTANCE

DATE: April 3, 2019

APPLICATION OF:

Covantis Babylon, Inc.

Company Name of Beneficial User of Proposed Project
(Not Realty or Special Purpose Entity (SPE) created for liability)

CURRENT ADDRESS:

125 Gleam Street

West Babylon, NY 11704

**ADDRESS OF PROPERTY
TO RECEIVE BENEFITS:**

125 Gleam Street

West Babylon, NY 11704

Tax Map # District 100 **Section** 75 & 76 **Block** 1 & 1 **Lot (s)** 15-17 & 13

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Part I: User (Applicant) & Owner Data (if different)**1. User Data (Applicant):****A. User:** Covanta Babylon, Inc.**Address:** 125 Gleam StreetWest Babylon, NY 11704**Federal Employer ID #:** [REDACTED]**Website:** www.covanta.com**NAICS Code:** 562213

(The North American Industry Classification System (NAICS) is the standard used by Federal statistical agencies in classifying business establishments for the purpose of collecting, analyzing, and publishing statistical data related to the U.S. business economy. www.census.gov/eos/www/naics/)

Name of User Officer Certifying Application: [REDACTED]**Title of Officer:** [REDACTED]**Phone Number:** [REDACTED]**E-mail:** [REDACTED]**B. Business Type:****Sole Proprietorship** ☐**Partnership** ☐**Privately Held** ☒**Public Corporation** ☐**Listed on** _____**State of Incorporation/Formation:** New York**C. Nature of Business:**

(e.g., "manufacturer of _____ for _____ industry"; "distributor of _____")

Energy from waste**D. User Counsel:****Firm Name:** Covanta Energy, LLC**Address:** 445 South StMorristown, NJ 07960**Individual Attorney:** Kirk Bily**Phone Number:** 862-345-5045**E-mail:** kbily@covanta.com

E. Principal Stockholders, Members or Partners, if any, of the User (5% or more equity):

Name	Percent Owned
Covanta Projects, LLC	100%

F. Has the User, or any subsidiary or affiliate of the User, or any stockholder, partner, member, officer, director or other entity with which any of these individuals is or has been associated with:

- i. ever filed for bankruptcy, been adjudicated bankrupt or placed in receivership or otherwise been or presently is the subject of any bankruptcy or similar proceeding? (if yes, please explain)

Yes, the User along with most of its affiliates filed for bankruptcy protection in April 2002

- ii. been convicted of a felony, or misdemeanor, or criminal offense (other than a motor vehicle violation)? (if yes, please explain)

no

G. If any of the above persons (see "E", above) or a group of them, owns more than 50% interest in the User, list all other organizations which are related to the User by virtue of such persons having more than a 50% interest in such organizations.

no

H. Is the User related to any other organization by reason of more than a 50% ownership? If so, indicate name of related organization and relationship:

Yes, see attached org. chart

I. List parent corporation, sister corporations and subsidiaries:

see attached list of subs of ARC and subs of Projects

- J. Has the User (or any related corporation or person) been involved in or benefited by any prior industrial development financing in the municipality in which this project is located, whether by this agency or another issuer? (Municipality herein means city, town or village, or if the project is not in an incorporated city, town or village, the unincorporated areas of the county in which it is located.) If so, explain in full:

see attached response

- K. List major bank references of the User:

JP Morgan Chase Bank N.A.

Bank of America N.A.

2. Owner Data

**** (for co-applicants for assistance or where a landlord/tenant relationship will exist between the owner and the user) ****

- A. Owner (together with the User, the "Applicant"): n/a

Address: _____

Federal Employer ID #: _____ Website: _____

NAICS Code: _____

Name of Owner Officer Certifying Application: _____

Title of Officer: _____

Phone Number: _____ E-mail: _____

- B. Business Type:

Sole Proprietorship ☐ Partnership ☐ Privately Held ☐

Public Corporation ☐ Listed on _____

State of Incorporation/Formation: _____

- C. Nature of Business:

(e.g., "manufacturer of _____ for _____ industry"; "distributor of _____"; or "real estate holding company")

D. Are the User and the Owner Related Entities? Yes ☐ No ☐

i. If yes, the remainder of the questions in this Part I, Section 2 (with the exception of "F" below) need not be answered if answered for the Owner.

ii. If no, please complete all questions below.

E. Owner's Counsel:

Firm Name: _____

Address: _____

Individual Attorney: _____

Phone Number: _____ E-mail: _____

F. Principal Stockholders or Partners, if any (5% or more equity):

Name

Percent Owned

_____	_____
_____	_____
_____	_____

G. Has the Owner, or any subsidiary or affiliate of the Owner, or any stockholder, partner, officer, director or other entity with which any of these individuals is or has been associated with:

i. ever filed for bankruptcy, been adjudicated bankrupt or placed in receivership or otherwise been or presently is the subject of any bankruptcy or similar proceeding? (if yes, please explain)

ii. been convicted of a felony or criminal offense (other than a motor vehicle violation)? (if yes, please explain)

- H. If any of the above persons (see "F", above) or a group of them, owns more than 50% interest in the Owner, list all other organizations which are related to the Owner by virtue of such persons having more than a 50% interest in such organizations.

- I. Is the Owner related to any other organization by reason of more than a 50% ownership? If so, indicate name of related organization and relationship:

- J. List parent corporation, sister corporations and subsidiaries:

- K. Has the Owner (or any related corporation or person) been involved in or benefited by any prior industrial development financing in the municipality in which this project is located, whether by this agency or another issuer? (Municipality herein means city, town or village, or if the project is not in an incorporated city, town or village, the unincorporated areas of the county in which it is located.) If so, explain in full:

- L. List major bank references of the Owner:

Part II – Operation at Current Location

1. Current Location Address: 125 Gleam Street West Babylon, NY 11704
2. Owned or Leased: Leased
3. Describe your present location (acreage, square footage, number of buildings, number of floors, etc.):
9.9 acres (431,355sqft). 8 buildings in total, main building is 7 floors tall.
4. Type of operation (manufacturing, wholesale, distribution, retail, etc.) and products and/or services:
energy from waste
5. Are other facilities or related companies of the Applicant located within the State?
Yes ☒ No ☐
 - A. If yes, list the Address: see attached Exhibit
6. If yes to above ("5"), will the completion of the project result in the removal of such facility or facilities from one area of the state to another OR in the abandonment of such facility or facilities located within the State? Yes ☐ No ☒
 - A. If no, explain how current facilities will be utilized: No change
 - B. If yes, please indicate whether the project is reasonably necessary for the Applicant to maintain its competitive position in its industry or remain in the State and explain in full:
n/a

7. Has the Applicant actively considered sites in another state? Yes ☐ No ☒

A. If yes, please list states considered and explain: _____

8. Is the requested financial assistance reasonably necessary to prevent the Applicant from moving out of New York State? Yes ☒ No ☐

A. Please explain: Without the requested financial assistance, the Applicant might not be financially viable.

9. Number of full-time employees at current location and average salary: 44 employees

average salary of \$95,000 p/year

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Part III – Project Data**1. Project Type:**

A. What type of transaction are you seeking?: (Check one)

Straight Lease ☒ Taxable Bonds ☐ Tax-Exempt Bonds ☐
 Equipment Only Straight Lease ☐

B. Type of benefit(s) the Applicant is seeking: (Check all that apply)

Sales Tax Exemption ☐ Mortgage Recording Tax Exemption ☐
 Real Property Tax Abatement: ☒

2. Location of project:A. Street Address: 125 Gleam St. West Babylon, NY 11704B. Tax Map: District 100 Section 75 & 76 Block 1 & 1 Lot(s) 15-17+13

C. Municipal Jurisdiction:

i. Village: n/a
 ii. School District: Wyandanch
 iii. Library: Wyandanch

D. Acreage: 9.9 acres**3. Project Components (check all appropriate categories):**

- | | | |
|---|------------------------------|--|
| A. Construction of a new building | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| i. Square footage: _____ | | |
| B. Renovations of an existing building | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| i. Square footage: _____ | | |
| C. Demolition of an existing building | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| i. Square footage: _____ | | |
| D. Land to be cleared or disturbed | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| i. Square footage/acreage: _____ | | |
| E. Construction of addition to an existing building | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| i. Square footage of addition: _____ | | |
| ii. Total square footage upon completion: _____ | | |
| F. Acquisition of an existing building | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| i. Square footage of existing building: _____ | | |

G. Installation of machinery and/or Equipment ☐ Yes ☒ No

i. List principal items or categories of equipment to be acquired: _____

4. Current Use at Proposed Location:

A. Does the Applicant currently hold fee title to the proposed location?

i. If no, please list the present owner of the site: Town of Babylon

B. Present use of the proposed location: Energy from Waste

C. Is the proposed location currently subject to an IDA transaction (whether through this Agency or another?) ☒ Yes ☐ No

i. If yes, explain: IDA Bond Financing/Lease Structure

D. Is there a purchase contract for the site? (if yes, attach): ☐ Yes ☒ No

E. Is there an existing or proposed lease for the site? (if yes, attach): ☒ Yes ☐ No

5. Proposed Use:

A. Describe the specific operations of the Applicant or other users to be conducted at the project site: Same as under the existing lease

B. Proposed product lines and market demands: n/a

C. If any space is to be leased to third parties, indicate the tenant(s), total square footage of the project to be leased to each tenant, and the proposed use by each tenant:

n/a

D. Need/purpose for project (e.g., why is it necessary, effect on Applicant's business):

Provides the Town of Babylon access to Covanta resource Recovery facility for solid waste disposal. All Town

of Babylon's Residential and Commercial waste is combusted and converted into electricity.

E. Will any portion of the project be used for the making of retail sales to customers who personally visit the project location? Yes ☐ No ☒

- i. If yes, what percentage of the project location will be utilized in connection with the sale of retail goods and/or services to customers who personally visit the project location? _____

6. Project Work:**A. Has construction work on this project begun? If yes, complete the following:**

i.	Site Clearance:	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	% Complete	<u>100</u>
ii.	Foundation:	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	% Complete	<u>100</u>
iii.	Footings:	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	% Complete	<u>100</u>
iv.	Steel:	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	% Complete	<u>100</u>
v.	Masonry:	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	% Complete	<u>100</u>
vi.	Other:	_____			

B. What is the current zoning? Commercial/Industrial**C. Will the project meet zoning requirements at the proposed location?**

Yes ☒ No ☐

D. If a variance or change of zoning is required, please provide the details/status of the variance or change of zone request:

no change required.

E. Have site plans been submitted to the appropriate planning department? Yes ☒ No ☐

7. Project Completion Schedule:

A. What is the proposed commencement date for the acquisition and the construction/renovation/equipping of the project?

i. Acquisition: n/a

ii. Construction/Renovation/Equipping: n/a

B. Provide an accurate estimate of the time schedule to complete the project and when the first use of the project is expected to occur: project complete

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Part IV – Project Costs and Financing**1. Project Costs:**

- A. Give an accurate estimate of cost necessary for the acquisition, construction, renovation, improvement and/or equipping of the project location:

<u>Description</u>	<u>Amount</u>
Land and/or building acquisition	\$ <u>n/a</u>
Building(s) demolition/construction	\$ <u>n/a</u>
Building renovation	\$ <u>n/a</u>
Site Work	\$ <u>n/a</u>
Machinery and Equipment	\$ <u>n/a</u>
Legal Fees	\$ <u>n/a</u>
Architectural/Engineering Fees	\$ <u>n/a</u>
Financial Charges	\$ <u>n/a</u>
Other (Specify)	\$ <u>n/a</u>
Total	\$ <u>n/a</u>

2. Method of Financing:

	<u>Amount</u>	<u>Term</u>
A. Tax-exempt bond financing:	\$ <u>n/a</u>	<u> </u> years
B. Taxable bond financing:	\$ <u>n/a</u>	<u> </u> years
C. Conventional Mortgage:	\$ <u>n/a</u>	<u> </u> years
D. SBA (504) or other governmental financing:	\$ <u>n/a</u>	<u> </u> years
E. Public Sources (include sum of all State and federal grants and tax credits):	\$ <u>n/a</u>	
F. Other loans:	\$ <u>n/a</u>	<u> </u> years
G. Owner/User equity contribution:	\$ <u>n/a</u>	<u> </u> years

Total Project Costs \$ n/a

- i. What percentage of the project costs will be financed from public sector sources?

n/a

3. Project Financing: (**Complete only if Bond Financing is being utilized**)

A. Have any of the above costs been paid or incurred (including contracts of sale or purchase orders) as of the date of this application? Yes ☐ No ☒

i. If yes, provide detail on a separate sheet.

B. Are costs of working capital, moving expenses, work in progress, or stock in trade included in the proposed uses of bond proceeds? Give details:

n/a

C. Will any of the funds borrowed through Agency Bonds be used to repay or refinance an existing mortgage or outstanding loan? Give details:

n/a

D. Has the Applicant made any arrangements for the marketing or the purchase of the bond or bonds? If so, indicate with whom:

n/a

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Part V – Project Benefits

1. Mortgage Recording Tax Benefit:

- A. Mortgage Amount for exemption (include sum total of construction/permanent/bridge financing):

\$ n/a

- B. Estimated Mortgage Recording Tax Exemption (product of Mortgage Amount and current Mortgage Recording Tax Rate):

\$ n/a

2. Sales and Use Tax Benefit:

- A. Gross amount of costs for goods and services that are subject to State and local Sales and Use Tax (such amount to benefit from the Agency's exemption):

\$ n/a

- B. Estimated State and local Sales and Use Tax exemption (product of current State and Local Sales and Use Tax Rate and figure above):

\$ n/a

- C. If your project has a landlord/tenant (owner/user) arrangement, please provide a breakdown of the number in "B" above:

i. Owner: \$ n/a

ii. User: \$ n/a

3. Real Property Tax Benefit:

- A. Identify and describe if the project will utilize a real property tax exemption benefit other than the Agency's PILOT benefit:

n/a

- B. Agency PILOT Benefit:

i. Term of PILOT requested: through 12/19/2035

ii. Upon acceptance of this application, the Agency staff will create a PILOT schedule and indicate the estimated amount of PILOT Benefit based on anticipated tax rates and assessed valuation and attached such information to Exhibit A hereto. At such time, the Applicant will certify that it accepts the proposed PILOT schedule and requests such benefit to be granted by the Agency.

**** This application will not be deemed complete and final until Exhibit A hereto has been completed and executed.****

Part VI – Employment Data

1. List the Applicant's and each users present employment, and estimates of (i) employment at the proposed project location at the end of year one and year two following project completion and (ii) the number of residents of the Labor Market Area* ("LMA") that would fill the full-time and part-time jobs at the end of year second year following completion:

	<u>Present</u>	<u>First Year</u>	<u>Second Year</u>	<u>Residents of LMA</u>
Full-Time	44	4,200,000	4,400,000	100%
Part-Time**				

* The Labor Market Area includes the Town of Babylon, Nassau and Suffolk Counties.

Full-Time Employee shall mean, with respect to an Annual Period, an individual on the payroll of, receiving customary benefits from, and directly employed during such Annual Period by, any Company Group Entity (and excluding any individuals employed by temporary employment or similar agencies) and each of whom works within the Town for any Company Group Entity during such Annual Period on a "full-time basis" (i.e., working at least a 35-hour week, subject to customary vacation, holiday and sick leave).

****Agency converts Part-time staff to Full-Time Equivalent Employee** as follows, with respect to an Annual Period, two (2) individuals on the payroll of, receiving customary benefits from, and directly employed during such Annual Period by, any Company Group Entity (and excluding any individuals employed by temporary employment or similar agencies) and each of whom works within the Town for any Company Group Entity during such Annual Period on a "part-time basis" (i.e., working at least a 20-hour week, subject to customary vacation, holiday and sick leave).

2. Salary and Fringe Benefits:

Category of Jobs to be Retained and Created	Number of Employees	Average Salary or Range of Salary	Average Fringe Benefits or Range of Fringe Benefits
Management	3	140,000	30-35%
Professional	1	95,000	30-35%
Administrative	2	55,000	30-35%
Production	28	125,000	30-35%
Supervisor			
Laborer	8	75,000	30-35%
Other			

Note: The Agency reserves the right to visit the facility to confirm that job creation numbers are being met.

3. Annualized salary range of jobs to be created in the first two years (see question #1).

FROM \$ n/a TO \$ _____

4. List the number of *Construction jobs (if applicable) to be created by the Applicants Project.

	<u>First Year</u>	<u>Second Year</u>	<u>Third Year</u>
* Full-Time	<u>none</u>	_____	_____
** Part-Time	_____	_____	_____

*Construction jobs are defined as full-time equivalents (FTE), or 2,080-hour units of labor (one construction period job equates to one full-time job for 1 year).

**A part-time or temporary job may be considered one job by other models, but would constitute only a fraction of a job. For example, if a laborer or craftsman worked only 3 months on a construction or renovation project (assuming no overtime), that would be considered one-quarter of a job.

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Part VII – Representations, Certifications and Indemnification

1. Is the Applicant in any litigation which would have a material adverse effect on the Applicant's financial condition? (if yes, furnish details on a separate sheet)

Yes ☐ No ☒

2. Has the Applicant or any of the management of the Applicant, the anticipated users or any of their affiliates, or any other concern with which such management has been connected, been cited for a violation of federal, state or local laws or regulations with respect to:

- a. Labor practices,

(with respect to workers and/or their working conditions and/or their wages, including but not limited to pending or threatened labor strikes, hand billing, consumer boycotts, mass demonstrations or other similar incidents; unfair labor practices complaints; incurred, or potentially incurred, liability including withdrawal liability with respect to an employee benefit plan, including a pension plan; any complaints, claims, proceedings or litigation arising from alleged discrimination in the hiring, firing, promoting, compensating or general treatment of employees. Please consider "discrimination" to include sexual harassment.)

Yes ☐ No ☒ (If yes, furnish details on a separate sheet)

- b. hazardous wastes, environmental pollution,

Yes ☐ No ☒ (If yes, furnish details on a separate sheet)

- c. other operating practices

Yes ☐ No ☒ (If yes, furnish details on a separate sheet)

3. Is there a likelihood that the Applicant would not proceed with this project without the Agency's assistance? (If yes, please explain why; if no, please explain why the Agency should grant the benefits requested)

Yes ☒ No ☐

Real property tax abatement is critical to extension.

4. If the Applicant is unable to obtain financial assistance from the Agency for the project, what would be the impact on the Applicant and on the municipality?

Possible plant closure and municipality would be required to make alternative waste disposal arrangements.

5. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if financial assistance is provided for the proposed project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

Initial DV

6. The Applicant understands and agrees that in accordance with Section 858-b(2) of the General Municipal Law, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the project will be listed with the New York State Department of Labor, Community Services Division and with the administrative entity of the service delivery area created pursuant to the Job Training Partnership Act (PL 97-300) in which the project is located (collectively, the "Referral Agencies"). The Applicant also agrees, that it will, except as otherwise provided by collective bargaining contracts or agreements to which they are parties, first consider for such new employment opportunities persons eligible to participate in federal job training partnership programs who shall be referred by the Referral Agencies

Initial DV

7. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving financial assistance for the proposed project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

Initial DV

8. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.

Initial DV

9. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

Initial DV

10. In accordance with Section 862(1) of the New York General Municipal Law the Applicant understands and agrees that projects which result in the removal of an industrial or manufacturing plant of the project occupant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the project occupant within the State is ineligible for financial assistance from the Agency, unless otherwise approved by the Agency as reasonably necessary to preserve the competitive position of the project in its respective industry or to discourage the project occupant from removing such other plant or facility to a location outside the State.

Initial DV

11. The Applicant represents and warrants that to the Applicant's knowledge neither it nor any of its affiliates, nor any of their respective partners, members, shareholders or other equity owners, and none of their respective employees, officers, directors, representatives or agents is, nor will they become a person or entity with who United States persons or entities are restricted from doing business under regulations of the Office of Foreign Asset Control (OFAC) of the Department of the Treasury (including those named on OFAC's Specially Designated and Blocked Persons List or under any statute, executive order including the September 24, 2001, Executive Order Block Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism, or other governmental action and is not and will not assign or otherwise transfer this Agreement to, contract with or otherwise engage in any dealings or transactions or be otherwise associated with such persons or entities.

Initial DV

Initial after receipt and acceptance of Schedule A and Schedule B

12. The Applicant confirms and hereby acknowledges it has received the Agency's fee schedule attached hereto as Schedule A and agrees to pay such fees, together with any expenses incurred by the Agency, including those of Transaction Counsel, with respect to the Facility. The Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the project.

Initial DV

13. The Applicant hereby agrees to comply with Section 875 of the General Municipal Law. The Company further agrees that the financial assistance granted to the project by the Agency is subject to recapture pursuant to Section 875 of the Act and the Agency's Recapture Policy, attached hereto as Schedule B.

Initial DV

Part VIII – Submission of Materials

Please send under separate cover all information directly to Agency Counsel:

William F. Dudine, Partner
Katten Muchin Rosenman LLP
575 Madison Avenue
New York, NY 10022-2585

1. Financial statements for the last two fiscal years (unless included in the Applicant's annual report).
2. Applicant's annual reports (or 10-K's if publicly held) for the two most recent fiscal years.
3. Quarterly reports (form 10-Q's) and current reports (form 8-K's) since the most recent annual report, if any.
4. In addition, please attach the financial information described in items A, B, and C of any expected guarantor of the proposed bond issue.
5. Completed Long Environmental Assessment Form.
6. Most recent quarterly filing of NYS Department of Labor Form 45, as well as the most recent fourth quarter filing. Please **remove or redact any employee Social Security numbers** and note the full-time equivalency for part-time employees.

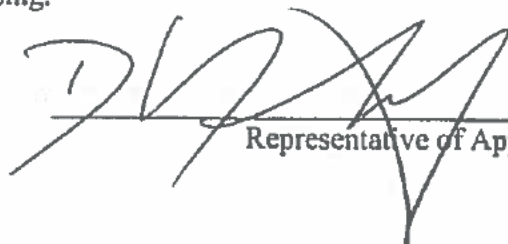
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Part IX – Certification

Derek Veenhof (name of representative of company submitting application) deposes and says that he or she is the Executive Vice President (title) of Gwanta Babylon, Inc., the corporation (company name) named in the attached application; that he or she has read the foregoing application and knows the contents thereof; and that the same is true to his or her knowledge.

Deponent further says that s/he is duly authorized to make this certification on behalf of the entity named in the attached Application (the "Applicant") and to bind the Applicant. The grounds of deponent's belief relative to all matters in said Application which are not stated upon his/her personal knowledge are investigations which deponent has caused to be made concerning the subject matter this Application, as well as in formation acquired by deponent in the course of his/her duties in connection with said Applicant and from the books and papers of the Applicant.

As representative of the Applicant, deponent acknowledges and agrees that Applicant shall be and is responsible for all costs incurred by the Town of Babylon Industrial Development Agency (hereinafter referred to as the "Agency") in connection with this Application, the attendant negotiations and all matters relating to the provision of financial assistance to which this Application relates, whether or not ever carried to successful conclusion. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, abandons, cancels or neglects the application or if the Applicant is unable to find buyers willing to purchase the total bond issue required, then upon presentation of invoice, Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred with respect to the application, up to that date and time, including fees to bond or transaction counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the transaction contemplated herein, the Applicant shall pay to the Agency an administrative fee set by the Agency in accordance with its fee schedule in effect on the date of the foregoing application, and all other appropriate fees, which amounts are payable at closing.


Representative of Applicant

Sworn to me before this 3rd
Day of April, 20 19
Jane Gross
(seal)

Jane Gross
Notary Public
Passaic County
New Jersey

My Commission Expires on Feb. 25, 2022

EXHIBIT A**Proposed PILOT Schedule**

Upon acceptance of the Application and completion of the Cost Benefit Analysis, the Agency will attach the proposed PILOT Schedule, together with the estimates of net exemptions based on estimated tax rates and assessment values to this Exhibit.

Covanta Babylon, Inc. (the "Company") and the Agency agree that during the term of the Amended Service Agreement with the Town of Babylon (the "Amended Service Agreement") with respect to processing solid waste in the Town at the waste to energy facility (the "Facility"), the Company shall not be required to pay taxes, assessments or payments in lieu of taxes or assessments in respect of taxes or assessments charged, levied, laid, assessed, imposed with respect to the Facility Site, the Facility or any part thereof. In the event Amended and Restate Project and Lease Agreement (the "Lease Agreement") remains in effect for any period after the termination or expiration of the term of the Amended Service Agreement, the Company shall pay and discharge punctually, as Additional Rent hereunder, payments in lieu of taxes ("PILOT Payment") equal to all taxes, special and general assessments, charges, and other governmental impositions and charges of every kind and nature whatsoever, extraordinary as well as ordinary and each and every installment thereof which shall or may during the term of the Lease Agreement be charged, levied, laid, assessed, imposed, become due and payable, or liens upon with respect to the Facility Site, the Facility or any part thereof (collectively "Taxes") in an amount equal to Taxes that would otherwise be due as if the Agency had no leasehold or ownership interest in the Facility Site or the Facility.

SCHEDULE A

Agency's Fee Schedule

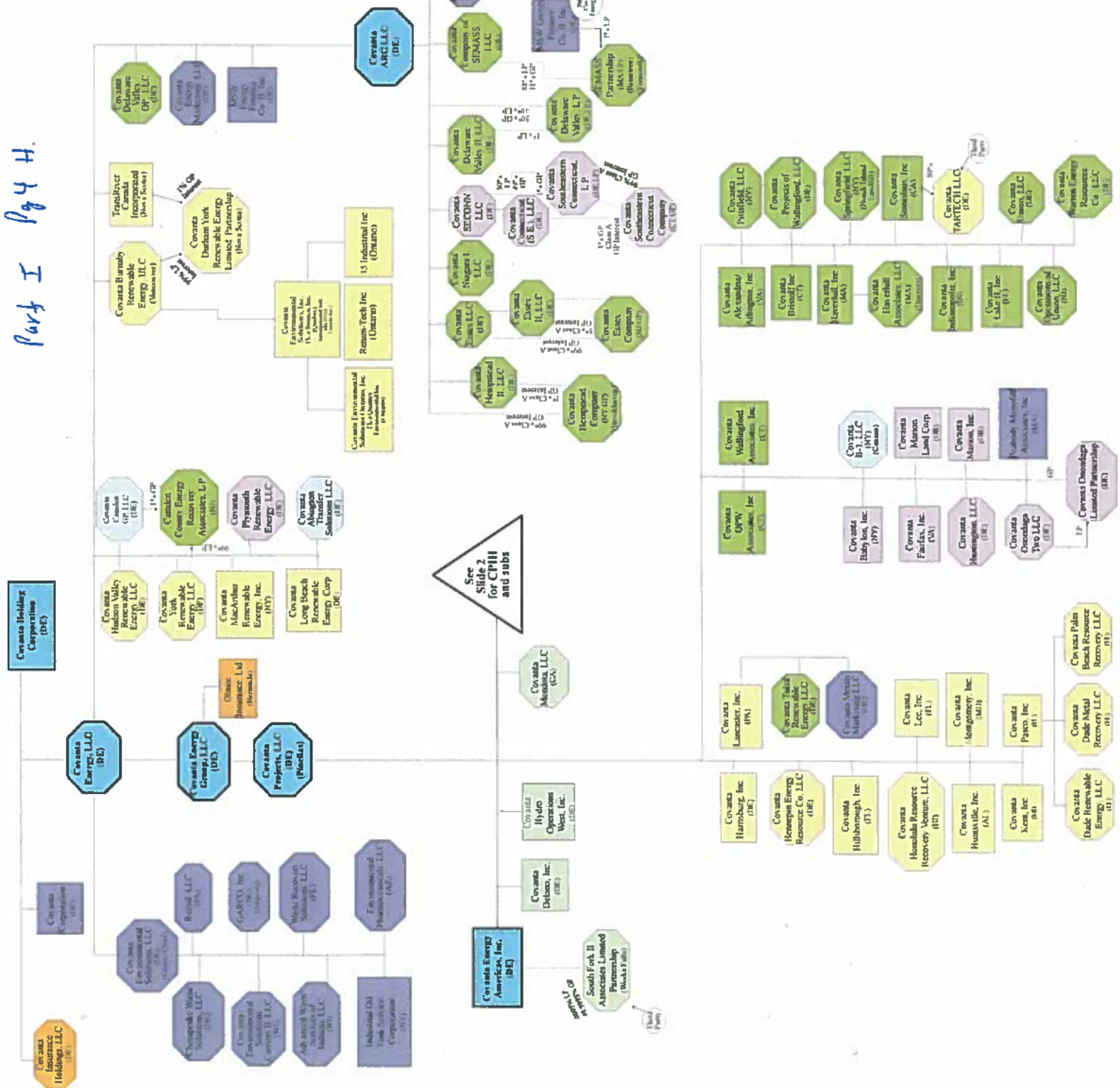
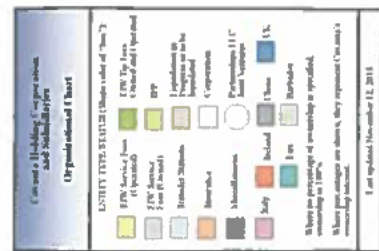
**Covanta Babylon, Inc.
125 Gleam Street, West Babylon**

Application Fee - Waived		\$	0
Public Hearing fee - waived		\$	0
Estimated Closing Fee			
Estimated Fee	\$300,000		
	20.0% (60,000)		
Estimated Closing Fee	\$240,000	\$240,000	
Total Estimated Fees		\$240,000	

SCHEDULE B

Agency's Recapture Policy

NONE



Subs of ARC

CompanyName	DateEquityHeldTo
Covanta Company of SEMASS, LLC	
Covanta Delaware Valley II, LLC	
Covanta Delaware Valley, L.P.	
Covanta Essex LLC	
Covanta Hempstead Company	
Covanta Hempstead II, LLC	
Covanta Niagara I, LLC	
Covanta SECONN LLC	
Covanta SEMASS, LLC (f/k/a Covanta Semass, L.P.)	
Covanta Sustainable Solutions, LLC (f/k/a C4R, LP)	
ECOVanta, LLC	

Subs of Projects

CompanyName
Covanta Alexandria / Arlington, Inc.
Covanta B-3, LLC
Covanta Babylon, Inc.
Covanta Bristol, Inc.
Covanta Energy Americas, Inc.
Covanta Fairfax, Inc.
Covanta Harrisburg, Inc.
Covanta Haverhill, Inc.
Covanta Hennepin Energy Resource Co, LLC
Covanta Hillsborough, Inc.
Covanta Honolulu Resource Recovery Venture, LLC
Covanta Huntington, LLC
Covanta Huntsville, Inc.
Covanta Indianapolis, Inc.
Covanta Kent, Inc.
Covanta Lake II, Inc.
Covanta Lancaster, Inc.
Covanta Lee, Inc.
Covanta Marion Land Corp.
Covanta Marlon, Inc.
Covanta Montgomery, Inc.
Covanta Onondaga Limited Partnership
Covanta Onondaga Two LLC
Covanta Operations of Union, LLC
Covanta OPW Associates, Inc.
Covanta Pasco, Inc.
Covanta Pittsfield, LLC
Covanta Projects of Wallingford, LLC
Covanta Springfield, LLC
Covanta Stanislaus, Inc.
Covanta Union, LLC
Covanta Wallingford Associates, Inc.
Covanta Warren Energy Resources Co., LLC
Peabody Monofill Associates, Inc.

Part I

Answer to Page 5 – J

Covanta Babylon, Inc. has been a party to multiple Town of Babylon Industrial Development Agency bond financings, issued as follows:

1985	December 17, 1985	\$88,900,000
1985	June 27, 1988	\$87,700,000
1989	December 22, 1989	\$27,800,000
1995	September 14, 1995	\$80,220,000
1998	April 8, 1998	\$80,220,000
2009	August 13, 2009	\$66,395,000

Exhibit to Part II Question #5A

Covanta Babylon, Inc.
125 Gleam Street
West Babylon, NY 11704

Covanta Hempstead Company
600 Merchants Concourse
Westbury, NY 11590

Covanta Huntington, LLC
99 Town Line Road
East Northport, NY 11731

Covanta Niagara I, LLC
100 Energy Boulevard at 56th Street
Niagara Falls, NY 14303

Covanta Onondaga, Inc.
5801 Rock Cut Road
Jamesville, NY 13078

Covanta Sustainable Solutions, LLC
120-15 N. 31 Ave at end of 31 Ave
Flushing, NY 11354

617.20
Appendix B
Short Environmental Assessment Form

Instructions for Completing

Part I - Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part I - Project and Sponsor Information			
Name of Action or Project: Same as under the existing lease - operation of an energy from waste facility.			
Project Location (describe, and attach a location map): 125 Gleam Street, West Babylon, NY 11704			
Brief Description of Proposed Action: Nothing proposed - Same as under the existing lease			
Name of Applicant or Sponsor: Covanta Babylon, Inc.		Telephone: 631-471-7800 E-Mail:	
Address: 125 Gleam Street			
City/PO: West Babylon,		State: NY	Zip Code: 11704
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.			NO YES ✓
2. Does the proposed action require a permit, approval or funding from any other governmental Agency? If Yes, list agency(s) name and permit or approval:			NO YES ✓
3.a. Total acreage of the site of the proposed action?		9.9 acres	
b. Total acreage to be physically disturbed?		n/a acres	
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?		9.9 acres	
4. Check all land uses that occur on, adjoining and near the proposed action. <input checked="" type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input checked="" type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input checked="" type="checkbox"/> Residential (suburban) <input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other (specify): _____ <input type="checkbox"/> Parkland			

5. Is the proposed action, a. A permitted use under the zoning regulations?	NO	YES	N/A
		✓	
b. Consistent with the adopted comprehensive plan?		✓	
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
			✓
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO	YES	
	✓		
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	NO	YES	
	✓		
b. Are public transportation service(s) available at or near the site of the proposed action?		✓	
c. Are any pedestrian accommodations or bicycle routes available on or near site of the proposed action?		✓	
9. Does the proposed action meet or exceed the state energy code requirements? If the proposed action will exceed requirements, describe design features and technologies: _____	NO	YES	
			✓
10. Will the proposed action connect to an existing public/private water supply? [If Yes, does the existing system have capacity to provide service? <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES] If No, describe method for providing potable water: _____	NO	YES	
			✓
11. Will the proposed action connect to existing wastewater utilities? [If Yes, does the existing system have capacity to provide service? <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES] If No, describe method for providing wastewater treatment: _____	NO	YES	
			✓
12. a. Does the site contain a structure that is listed on either the State or National Register of Historic Places?	NO	YES	
	✓		
b. Is the proposed action located in an archeological sensitive area?		✓	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	NO	YES	
	✓		
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody? If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____		✓	
14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply: <input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input checked="" type="checkbox"/> Urban <input type="checkbox"/> Suburban			
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO	YES	
	✓		
16. Is the project site located in the 100 year flood plain?	NO	YES	
	✓		
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes, a. Will storm water discharges flow to adjacent properties? <input checked="" type="checkbox"/> NO <input type="checkbox"/> YES b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)? If Yes, briefly describe: _____	NO	YES	
	✓		
	✓		

18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)? If Yes, explain purpose and size: _____	NO	YES
	✓	
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: <u>Energy From waste facility that had been operating for the last 25 years.</u>	NO	YES
		✓
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____	NO	YES
	✓	
I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE		
Applicant/sponsor name: <u>Derek Veenhof</u>		Date: <u>4/3/2019</u>
Signature: <u>[Signature]</u>		

Part 2 - Impact Assessment. The Lead Agency is responsible for the completion of Part 2. Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?		
2. Will the proposed action result in a change in the use or intensity of use of land?		
3. Will the proposed action impair the character or quality of the existing community?		
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?		
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?		
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?		
7. Will the proposed action impact existing: a. public / private water supplies? b. public / private wastewater treatment utilities?		
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?		
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?		

	No, or small impact may occur	Moderate to large impact may occur
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?		
11. Will the proposed action create a hazard to environmental resources or human health?		

Part 3 - Determination of significance. The Lead Agency is responsible for the completion of Part 3. For every question in Part 2 that was answered "moderate to large impact may occur", or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

<input type="checkbox"/> Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.	
<input type="checkbox"/> Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.	
_____ Name of Lead Agency	_____ Date
_____ Print or Type Name of Responsible Officer in Lead Agency	_____ Title of Responsible Officer
_____ Signature of Responsible Officer in Lead Agency	_____ Signature of Preparer (if different from Responsible Officer)

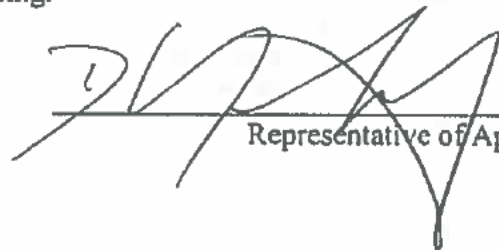
Part IX – Certification

Property Owner (if different from Applicant)

Derek Veenhof (name of representative of owner submitting application)
deposes and says that he or she is the Executive Vice President (title) of Covanta Babylon, Inc.,
the corporation (company name) named in the attached application; that he or she has read the foregoing
application and knows the contents thereof; and that the same is true to his or her knowledge.

Deponent further says that s/he is duly authorized to make this certification on behalf of the entity
named in the attached Application (the "Applicant") and to bind the Applicant. The grounds of
deponent's belief relative to all matters in said Application which are not stated upon his/her personal
knowledge are investigations which deponent has caused to be made concerning the subject matter this
Application, as well as in formation acquired by deponent in the course of his/her duties in connection
with said Applicant and from the books and papers of the Applicant.

As representative of the Applicant, deponent acknowledges and agrees that Applicant shall be and is
responsible for all costs incurred by the Town of Babylon Industrial Development Agency (hereinafter
referred to as the "Agency") in connection with this Application, the attendant negotiations and all
matters relating to the provision of financial assistance to which this Application relates, whether or not
ever carried to successful conclusion. If, for any reason whatsoever, the Applicant fails to conclude or
consummate necessary negotiations or fails to act within a reasonable or specified period of time to take
reasonable, proper, or requested action or withdraws, abandons, cancels or neglects the application or if
the Applicant is unable to find buyers willing to purchase the total bond issue required, then upon
presentation of invoice, Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred
with respect to the application, up to that date and time, including fees to bond or transaction counsel for
the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the
transaction contemplated herein, the Applicant shall pay to the Agency an administrative fee set by the
Agency in accordance with its fee schedule in effect on the date of the foregoing application, and all
other appropriate fees, which amounts are payable at closing.



Representative of Applicant

Sworn to me before this 3rd
Day of April, 20 19
Jane Gross
(seal)

Jane Gross
Notary Public
Passaic County
New Jersey

My Commission Expires on Feb. 25, 2022

Town of Babylon Industrial Development Agency